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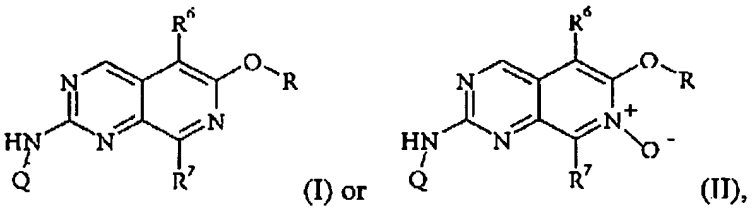
WHAT IS CLAIMED:

1. (Currently amended) A compound having the Formula (I) or (II):



(I) or (II),

or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein:

R is selected from:

(a) alkyl optionally-substituted with one to three of R^{17};

(b) cycloalkyl optionally substituted with one, two or three groups selected from R^{18}; and

(c) optionally-substituted aryl;

Q is selected from alkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and alkyl substituted with one, two or three of halogen, cyano, $-OR^8$, $-SR^8$, $-C(=O)R^8$, $-C(O)_2R^8$, $-C(=O)NR^8R^9$, $-S(O)_pR^{10}$, $-C(O)_2NR^8R^9$, $-S(O)_2NR^8R^9$, $-NR^8R^9$, cycloalkyl, substituted cycloalkyl, heterocyclyl, and/or substituted heterocyclyl;

R^6 is hydrogen or lower alkyl;

R^7 is selected from hydrogen, alkyl, substituted alkyl, halogen, cyano, nitro, hydroxy, alkoxy, haloalkoxy, amino, alkylamino, and optionally-substituted cycloalkyl, heterocyclyl, aryl, or heteroaryl;

R^8 and R^9 are (i) independently selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, and substituted heterocyclyl; or (ii) when R^8 and R^9 are attached to the same nitrogen atom (as in $-C(O)_2NR^8R^9$, $-S(O)_2NR^8R^9$, and $-NR^8R^9$), R^8 and R^9 may be taken together to form an optionally-substituted heterocyclyl ring;

R^{10} is alkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, or substituted heterocyclyl;

R^{17} is at each occurrence independently selected from halogen, haloalkoxy, haloalkyl, alkoxy, or optionally-substituted phenyl, benzyl, phenyloxy, benzyloxy, or cycloalkyl;

R^{18} is at each occurrence independently selected from alkyl, substituted alkyl, halogen, haloalkyl, haloalkoxy, cyano, alkoxy, acyl, alkoxycarbonyl, alkylsulfonyl, or optionally-substituted phenyl, phenyloxy, benzyloxy, cycloalkyl, heterocyclyl, or heteroaryl; and

p is 1 or 2.

2. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein:

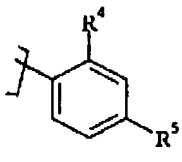
Q is selected from an alkyl or substituted alkyl having the formula $-C(R^1R^2R^3)$;

R^1, R^2 and R^3 are selected from hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, $-(C_{1-4}alkylene)-S(O)_pR^{10}$, $-(C_{1-4}alkylene)-C(O)_2R^8$, cycloalkyl, cycloalkylalkyl, heterocyclyl, or heterocycloalkyl, wherein said cycloalkyl and heterocyclyl groups are, in turn, optionally substituted with up to one of R^{12} and up to one of R^{14}; and

R^{12} and R^{14} are independently selected where valence allows from C_{1-4}alkyl, hydroxy, oxo (=O), $-O(C_{1-4}alkyl)$, $-C(=O)H$, $-C(=O)(C_{1-4}alkyl)$, $-C(O)_2H$, $-C(O)_2(C_{1-4}alkyl)$, and $-S(O)_2(C_{1-4}alkyl)$.

3. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein R is phenyl substituted with one to two of lower alkyl, halogen, haloalkyl, haloalkoxy, cyano, and nitro.

4. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein R is:



; and

R^4 and R^5 are selected from halogen, haloalkyl, haloalkoxy, and cyano.

5. (Currently amended) A compound according to claim 4, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein:
R^4 and R^5 are both halogen.

6. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein R^6 and R^7 are both hydrogen.

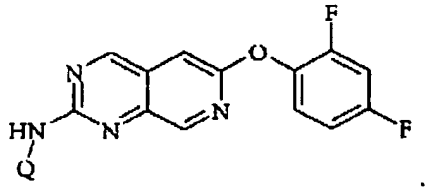
7. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein Q is C_{1-6}alkyl or hydroxy(C_{1-6}alkyl).

8. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein Q is an optionally-substituted C_{3-7}cycloalkyl or an optionally-substituted heterocyclic ring.

9. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein:

Q is cyclohexyl, piperidin-4-yl, or tetrahydropyran-4-yl, wherein each of said rings in turn is optionally-substituted with up to two of lower alkyl, –OH, $-C(O)_2(C_{1-4}alkyl)$ and/or $-S(O)_2(CH_3)$.

10. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, having the formula:



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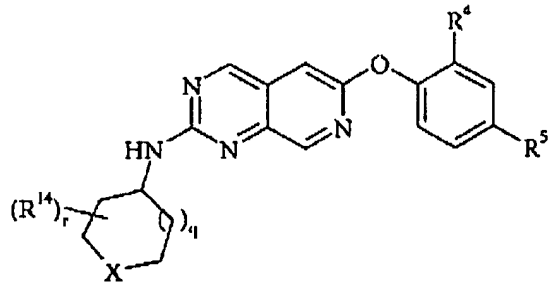
11. (Currently amended) A compound according to claim 1, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, having the formula:



wherein:

X is –O–, –C(=O)–, –N(R^{12a})–, or –CH(R^{12b})–;

R^{12a} is selected from hydrogen, C_{1-4}alkyl, –C(=O)R^{15}, –C(O)$_2R^{15}$, and –S(O)$_2$(C_{1-4}alkyl);

R^{12b} is selected from hydrogen, C_{1-4}alkyl, –OR^{15}, –C(=O)R^{15}, –C(O)$_2R^{15}$, and –S(O)$_2$(C_{1-4}alkyl);

R^{14} is selected from C_{1-4}alkyl, oxo (=O), –OR^{15}, –C(=O)R^{15}, –C(O)$_2R^{15}$, and –S(O)$_2$(C_{1-4}alkyl);

R^{15} is selected from hydrogen and C_{1-4}alkyl;

q is 0 or 1; and

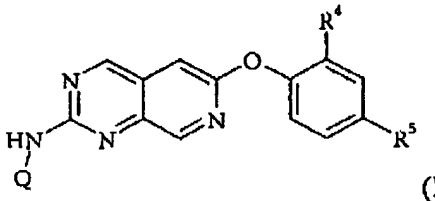
r is 0, 1 or 2.

12. (Currently amended) A compound according to claim 11, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein:

R^4 and R^5 are both fluoro.

13. (Currently amended) A compound according to claim 11, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein X is –NR^{12a}–, R^{12a} is -S(O)$_2$(C_{1-4}alkyl), and *q* is 1.

14. (Currently amended) A compound having the Formula (Ip),



(Ip)

or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein:

Q is alkyl, substituted alkyl or an optionally-substituted cycloalkyl or heterocyclyl, provided Q is not arylalkyl or heteroarylalkyl ; and

R^4 and R^5 are both halogen [[;]] .

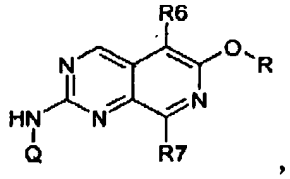
15. (Currently amended) A compound according to claim 14, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein R^4 and R^5 are both fluoro.

16. (Currently amended) A compound according to claim 14, or ~~an isomer, prodrug, or~~ a pharmaceutically-acceptable salt thereof, wherein Q is an optionally-substituted monocyclic cycloalkyl or heterocyclyl ring.

17. (Currently amended) A pharmaceutical composition comprising a therapeutically effective amount of compound according to Claim 1, or a pharmaceutically-acceptable salt thereof, in combination with a pharmaceutically-acceptable excipient.

18-20. (Canceled)

21. (Original) A process for preparing a compound of formula (I)



wherein R is selected from:

(a) alkyl optionally-substituted with one to three of R^{17};

(b) cycloalkyl optionally substituted with one, two or three groups selected from R^{18}; and

(c) optionally-substituted aryl;

Q is selected from alkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and alkyl substituted with one, two or three of halogen, cyano, $-OR^8$, $-SR^8$, $-C(=O)R^8$, $-C(O)_2R^8$, $-C(=O)NR^8R^9$, $-S(O)_pR^{10}$, $-C(O)_2NR^8R^9$, $-S(O)_2NR^8R^9$, $-NR^8R^9$, cycloalkyl, substituted cycloalkyl, heterocyclyl, and/or substituted heterocyclyl;

R^6 is hydrogen or lower alkyl;

R^7 is selected from hydrogen, alkyl, substituted alkyl, halogen, cyano, nitro, hydroxy, alkoxy, haloalkoxy, amino, alkylamino, and optionally-substituted cycloalkyl, heterocyclyl, aryl, or heteroaryl;

R^8 and R^9 are (i) independently selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, and substituted heterocyclyl; or (ii) when R^8 and R^9 are attached to the same nitrogen atom, R^8 and R^9 may be taken together to form an optionally-substituted heterocyclyl ring;

R^{10} is alkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, or substituted heterocyclyl;

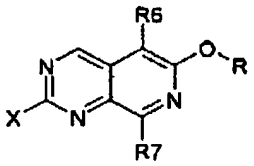
R^{17} is at each occurrence independently selected from halogen, haloalkoxy, haloalkyl, alkoxy, or optionally-substituted phenyl, benzyl, phenyloxy, benzyloxy, or cycloalkyl;

R^{18} is at each occurrence independently selected from alkyl, substituted alkyl, halogen, haloalkyl, haloalkoxy, cyano, alkoxy, acyl, alkoxycarbonyl, alkylsulfonyl, or optionally-substituted phenyl, phenyloxy, benzyloxy, cycloalkyl, heterocyclyl, or heteroaryl; and

p is 1 or 2;

wherein said process comprises:

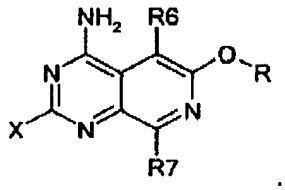
(i) providing a compound of formula (8); and



where X is a leaving group; and

(ii) contacting said compound of formula (8) with a compound of the formula NH_2Q in a polar, aprotic solvent.

22. (Original) The process of claim 21, wherein said compound of formula (8) is provided by treating a compound of formula (7) with *t*-butylnitrite:



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